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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In Re:

PG&E CORPORATION

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

Bankruptcy Case
No. 19 - 30088 (DM)

Chapter 11

Lead Case

Jointly Administered

**JOINDER OF SOUTH SAN JOAQUIN
IRRIGATION DISTRICT TO VALLEY
CLEAN ENERGY ALLIANCE STATUS
CONFERENCE STATEMENT
REGARDING PRECONFIRMATION
LEGAL ISSUES [Dkt No. 5442]**

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

**All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Date: January 23, 2020

Time: 1:00 p.m.

Place: United States Bankruptcy Court
450 Golden Gate Ave., 16th Flr, Crt. 17
San Francisco, CA

Judge: Hon. Dennis Montali

1 South San Joaquin Irrigation District (the “District”) joins in Valley Clean Energy
2 Alliance’s (“VCE”) *Status Conference Statement Regarding Preconfirmation Legal Issues* [Dkt.
3 5442](the “Statement”) filed in response to this court’s invitation in its *Memorandum Regarding*
4 *Confirmation Issues* dated November 15, 2019 [Dkt. No. 4760] for parties to identify legal
5 objections to the competing plans that could readily be resolved pre-confirmation as a matter of
6 law.

7 The District is an irrigation district organized and existing under Division 11 of the Water
8 Code of the State of California. The District provides water for irrigation and domestic use and
9 also generates solar and hydropower electricity for sale to Pacific Gas and Electric Company
10 (“PG&E”) pursuant to certain prepetition contracts. Additionally, for several years the District
11 has sought to provide retail electric service to approximately 40,000 customers.

12 The District and PG&E are party to two proceedings pending in the California Court of
13 Appeals, Third Appellate District relating to the District’s planned acquisition of certain assets
14 for the retail sale of electricity (the “Property”) from PG&E either through a consensual
15 transaction or by exercise of the District’s eminent domain power pursuant to California law.
16 Briefing is far along in both appeals, but the proceedings were stayed by the state court upon the
17 bankruptcy filing. After the filing, the District renewed its earlier offer to acquire the Property
18 from PG&E; this offer was rejected.

19 The District joins in VCE’s requests that this Court consider whether section 6.22 (the
20 “Anti-Municipalization Provision”) of the Ad Hoc Committee of Senior Unsecured
21 Noteholders’s (“AHC”) proposed plan of reorganization [Dkt. No. 4257] (the “Noteholder Plan”)
22 is appropriately included in a plan of reorganization under section 1123(b)(6) of title 11 of the
23 United States Code, 11 U.S.C. § 101 et seq. (the “Bankruptcy Code”) or otherwise and should be
24 excluded from any compromise plan that may be reached by the AHC and the Debtors.

25 The Anti-Municipalization Provision provides that the Reorganized Debtors (as defined
26 in the Noteholder Plan) shall not sell and shall oppose any attempt to municipalize any portion of
27 the operating business or assets for a period of five years after the effective date of the

1 Noteholder Plan. Among other things, the Anti-Municipalization Provision improperly interferes
2 with the sovereign authority of governments to take property for public use, discriminates against
3 governmental units by not imposing a restriction on sale to any other entity, and constrains the
4 business judgment of the future boards of the Reorganized Debtors.

5 Additionally, the District joins in VCE's concerns regarding the scope and effect of the
6 discharge, release and injunction provisions of the Proposed Plans (defined below) as they apply
7 to Governmental Units (as defined in the Proposed Plans). Both the Noteholder Plan and the plan
8 proposed by PG&E [Dkt. 5101](as may have been amended from time to time, the "PG&E Plan"
9 and together with the Noteholder Plan, the "Proposed Plans"), contain expansive discharge,
10 release and injunction provisions (see Article X of the Proposed Plans). Both plans also contain a
11 provision entitled *Special Provisions for Governmental Units* ("Section 10.13"). It appears that
12 Section 10.13 is intended to provide relief to Governmental Units from the broad and expansive
13 discharge, release and injunction provisions of the Proposed Plans, however it is not clear that
14 this provision provides real and sufficient protection. Given the breadth of the discharge, release
15 and injunction provisions of the Proposed Plans (*see e.g.* sections 10.3-10.9 of the Proposed
16 Plans), and in light of Article I, *Interpretation; Application of Definitions and Rules of*
17 *Construction* subsection (j),¹ the District joins in VCE's request for clarification as to the scope
18 and effect of the discharge, release and injunction provisions of the Proposed Plans as to
19 Governmental Units, and in particular that they do not affect the exercise of the power of
20 eminent domain and ancillary related authority of Governmental Units as such exist outside of
21 bankruptcy in any respect.

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26 ¹ Article I, *Interpretation; Application of Definitions and Rules of Construction* subsection (j)
27 provides "any effectuating provisions [of the plan] may be interpreted by the Reorganized
28 Debtors in a manner consistent with the overall purpose and intent of the Plan, all without further
notice to or action, order, or approval of the court or any other entity, and such interpretation
shall control in all respects;"

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CONCLUSION

Wherefore, the District respectfully requests that this Court include consideration of the propriety of the Anti-Municipalization Provision and the scope and effect of the release, discharge and injunction provisions of both Proposed Plans on governmental units in any pre-confirmation briefing schedule. The District reserves all of its rights to raise substantive objections to plan provisions at the appropriate time.

DATED: January 22, 2020

STRADLING YOCCA CARLSON &
RAUTH A PROFESSIONAL
CORPORATION

By: /s/ Paul R. Glassman

Attorneys for Creditor and Party-in-Interest
South San Joaquin Irrigation District

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
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A true and correct copy of the foregoing document JOINDER OF SOUTH SAN JOAQUIN IRRIGATION DISTRICT TO VALLEY CLEAN ENERGY ALLIANCE STATUS CONFERENCE STATEMENT REGARDING PRECONFIRMATION LEGAL ISSUES will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On January 22, 2020 I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

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☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On January 22, 2020, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method

for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on January 22, 2020, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

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I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

January 22, 2020

Date

Christine Pesis

Printed Name

/s/ Christine Pesis

Signature

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